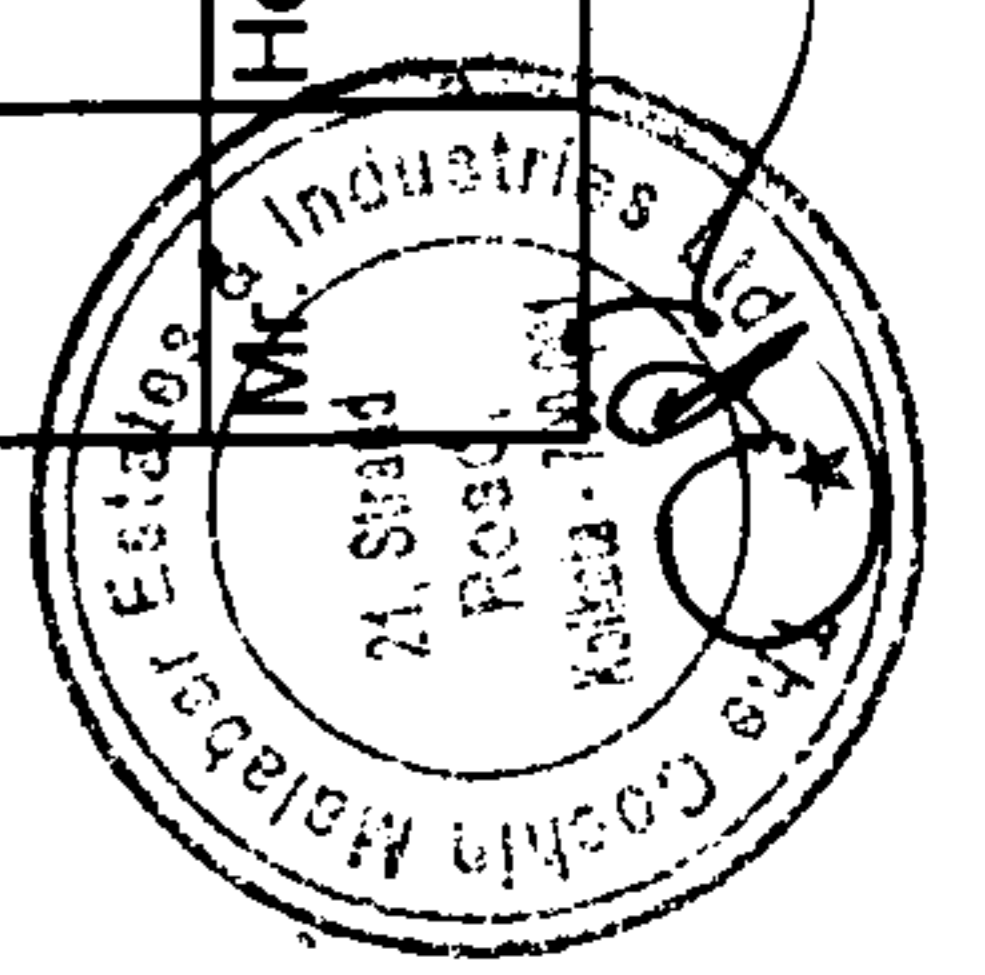


**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

(Pursuant of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. Name of Listed Entity The Cochin Malabar Estates & Industries Ltd
2. Quarter ending 30th September, 2017

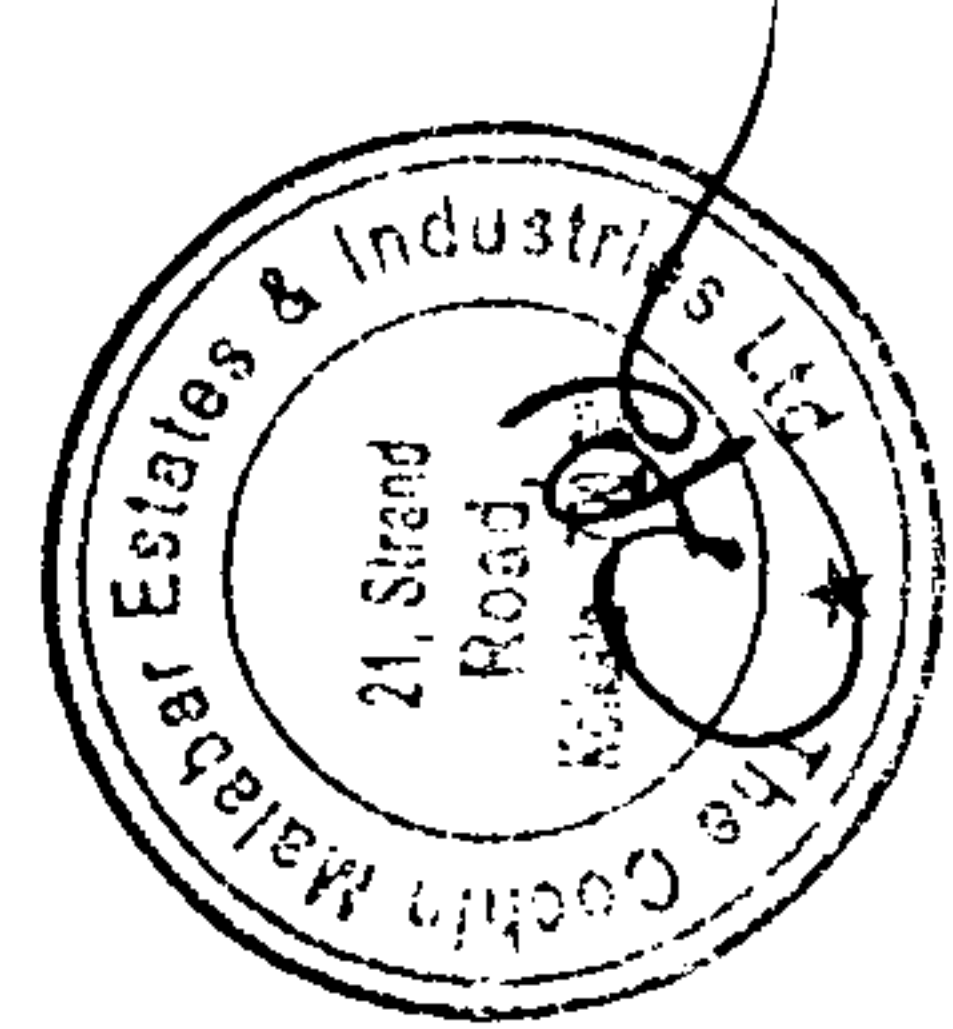
I. Composition of Board of Directors									
Title Mr./Ms.	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non Executive / independent / Nominee)	Date of Appointment in the current term/cessation	Tenure	No of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)	
Mr.	Purushottam Jagannath Bhide	AEKPB2976E 00012326	Independent Non-Executive	22/09/2015	24 months	7	5	5	
Mr.	Babulal Surana	AIOPS0587J 00005900	Independent Non-Executive	22/09/2015	24 months	5	6	-	
Mrs.	Tara Purohit	AFHPP8825J 00658659	Independent Non-Executive	22/09/2015	24 months	1	-	-	
Mr.	Chandra Prakash Sharma	ABDPS1388K 00258646	Non-Executive	07/10/2013	-	1	1	-	
Mr.	Rajesh Kumar Gupta	ACXPG0635N 06701619	Executive	14/02/2015	-	1	1	-	
	Hemant Bangur	ADEPB7059D 00040903	Non-Executive	01/09/2017	-	4	4	-	



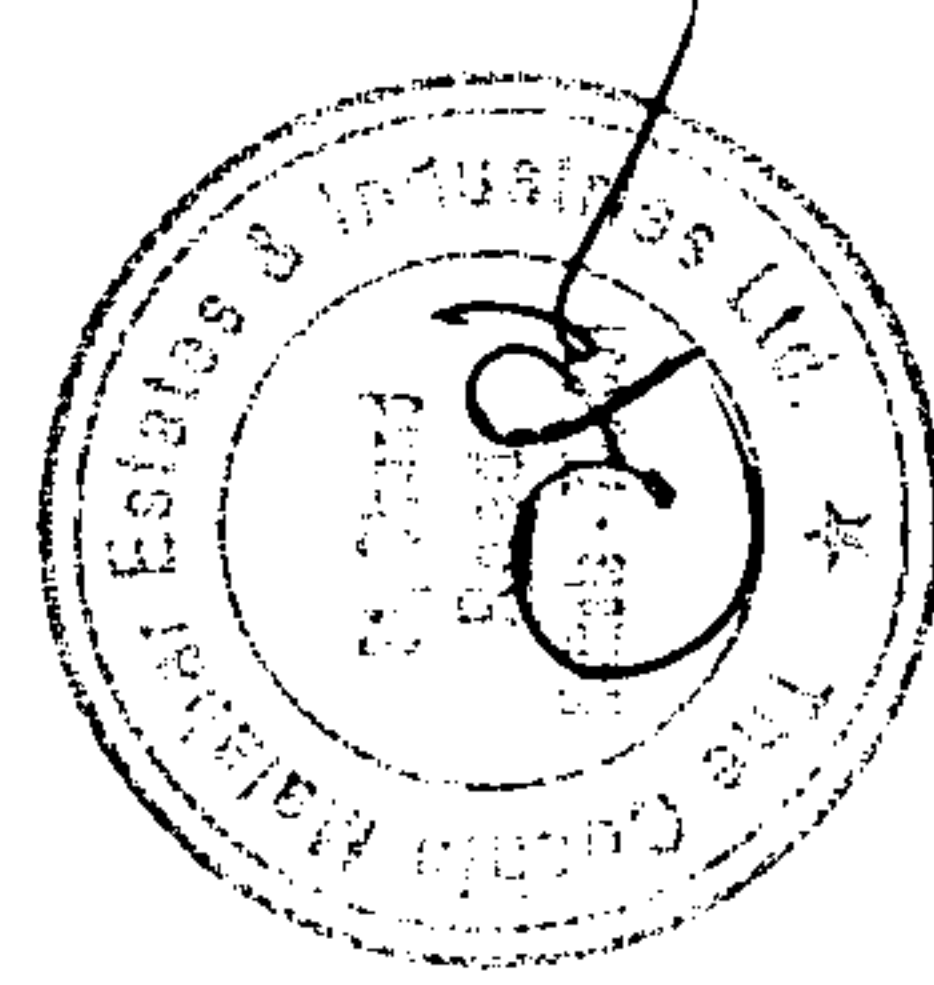
II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	P.J. Bhide	C-I-NE
	B.L. Surana	I-NE
	C.P. Sharma	NE
2. Nomination & Remuneration Committee	P.J. Bhide	C-I-NE
	B.L. Surana	I-NE
	C.P. Sharma	NE
3. Risk Management Committee(if applicable)	Not Applicable	
4. Stakeholders Relationship Committee	P.J. Bhide	C-I-NE
	B.L. Surana	I-NE
	R.K. Gupta	E

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
03.05.2017	28.08.2017	116
IV. Meeting of Committees		
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Maximum gap between any two consecutive meetings in number of days*
1 Audit Committee 28.08.2017	Yes, all members present	116
2 Nomination & Remuneration Committee	-	-
3 Stakeholders Relationship Committee 14.09.2017	Yes, all members present	-

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

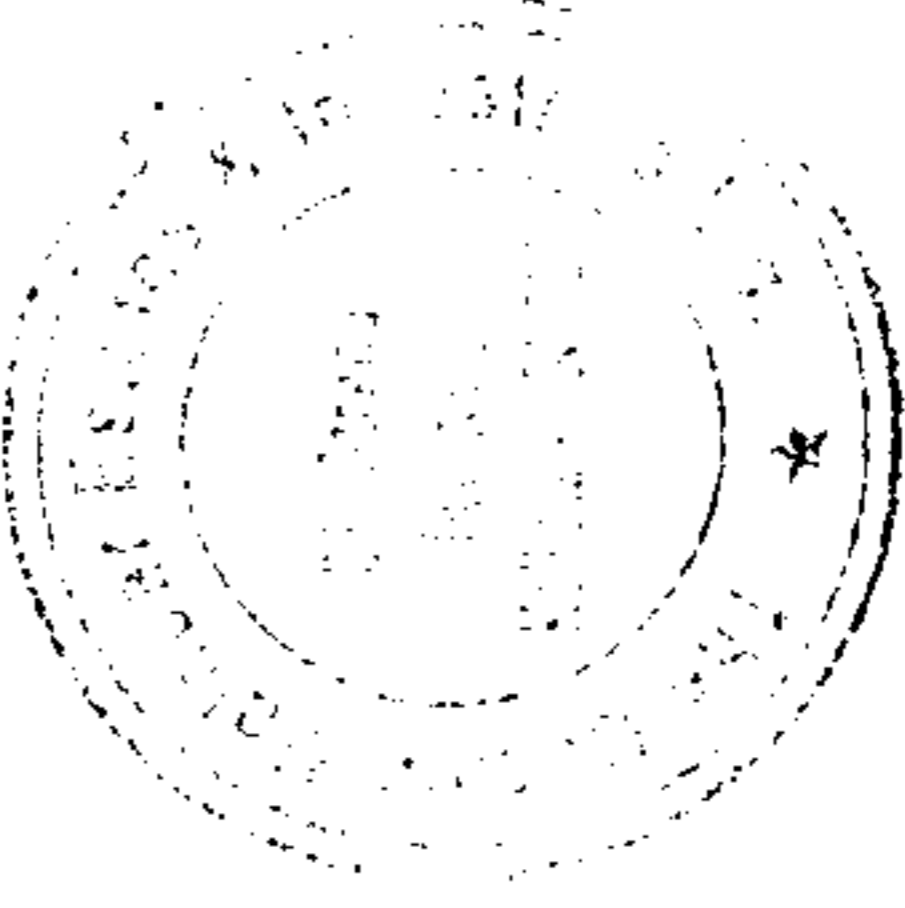



V. Related Party Transactions		Compliance status (Yes/No/NA)
Subject		
Whether prior approval of audit committee obtained		Not Applicable
Whether shareholder approval obtained for material RPT		Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Not Applicable
VI. Affirmations		
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination &amp; remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities) :</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report shall be placed before Board of Directors in the ensuing Board Meeting.</p>		
<p>NOTE :</p> <p>As per regulation 15(2) of the new SEBI (LODR) Regulations 2015, Corporate Governance Provisions are not applicable to the listed entity having paid up equity share capital not exceeding Rs 10 crores and net worth not exceeding Rs 25 crores as on the last day of the previous financial year. It is further informed that compliance with the provisions is not mandatory for the Company since the Paid-up Equity Share Capital of the Company does not exceed Rs.10.00 Crores and Net Worth of the Company does not exceed Rs.25.00 Crores as on the last date of the previous Financial year. So Corporate Governance is not applicable for us.However as a matter of good practice we follow corporate governance.</p>		



**ANNEXURE III**

**Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year**

<b>I Affirmations</b>	<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) <small>(refer note below)</small></b>
	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No
	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No
	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	N.A.
<b>Note</b>	<p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p> <p align="center">- Corporate Governance Report &amp; Business Responsibility Report is not applicable to the Company.</p>		
<b>Name &amp; Designation</b>	<p align="center">The Cochin Malabar Estates &amp; Industries Ltd</p> <div style="text-align: center;">  </div> <p align="center">   <b>C.P. Sharma</b>                      Director (DIN : 00258646)                 </p>		
<b>Company Secretary / Compliance Officer / Managing Director / CEO</b>			